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Corporate Services
PO Box 6560
St. Paul, MN 55165-9926

Prepared by: John A. Blumenfeld, Jr., U.S. Bank National Association, 601 Second Avenue S., Minneapolis, MN 55402-4302
Telephone (612) 973-0338

AFFIDAVIT

I, John A. Blumenfeld, Jr., being duly sworn, depose and state as follows:

1. That I am a duly qualified and acting Assistant Secretary of U.S. Bank National Association, a national banking association, with its main office at 601 Second Avenue South, Minneapolis, MN 55402-4302;

2. That First Bank, fsb, Fargo, North Dakota merged with and into First Bank National Association, Minneapolis, Minnesota, effective May 31, 1997;

3. That First Bank National Association, Minneapolis, Minnesota, merged with and into First National Bank of East Grand Forks, East Grand Forks, Minnesota, under the title of First Bank National Association, East Grand Forks, Minnesota, effective July 11, 1997;

4. That United States National Bank of Oregon, a national banking association, merged with and into First Bank National Association, a national banking association, under the title of U.S. Bank National Association, effective August 1, 1997;

5. That attached hereto as Exhibits A, B, and C are copies of the May 31, July 15 and August 6, 1997, letters that constitute the official certification of the Office of the Comptroller of the Currency evidencing the mergers.

Executed this 31st day of October, 1997, in Hennepin County, Minnesota.

U.S. BANK NATIONAL ASSOCIATION

By: _____
Name: John A. Blumenfeld, Jr.
Title: Assistant Secretary

Subscribed and sworn to before me
this 31st day of October, 1997.

_____

JOAN D. GADDES
NOTARY PUBLIC - MINNESOTA
HENNEPIN COUNTY
My Commission Expires Jan 31, 2000

DATE 11-24-97 BOOK 19 PAGE 144

17C 6777626

EXHIBIT A

OFFICE OF COUNTY RECORDER
HENNEPIN COUNTY, MINNESOTA

CERTIFIED FILED AND OR RECORDED ON

97 AUG 28 PM 3:06

AS DOCUMENT # 6777626

R Dan Carlson CO. RECORDER

BY _____ DEPUTY

28AUG9715:07 B6777626 SCD $4.50.
28AUG9715:07 B6777626 DOC $16.00

REC FEE 15.00
COPY FEE 1.00

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

CERTIFICATE

I, Eugene A. Ludwig, Comptroller of the Currency, do hereby certify that the document hereto attached is a true and complete copy of the Merger certificate recorded in this Office, evidencing the Merger of First Bank, fsb, Fargo, North Dakota into First Bank National Association, Minneapolis, under the charter and title of "First Bank National Association," Minneapolis, Minnesota, (Charter No. 710), effective as of May 31, 1997.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and caused the seal of the Office of the Comptroller of the Currency to be affixed to these presents at the Treasury Department, in the City of Washington and District of Columbia, this 24th day of July, 1997.

Eugene A. Ludwig

Comptroller of the Currency



Comptroller of the Currency
Administrator of National Banks

EXHIBIT A

Midwestern District Office
2345 Grand Blvd., Suite 700
Kansas City, Missouri 64108-2625

May 31, 1997

Mr. John A. Cooney
Dorsey & Whitney
Pillsbury Center South
220 South Sixth Street
Minneapolis, Minnesota 55402-1498

Dear Mr. Cooney:

This is the official certification of the Office of the Comptroller of the Currency (OCC) to merge First Bank, fsb, Fargo, North Dakota into First Bank National Association, Minneapolis, effective as of May 31, 1997. The resulting bank title is "First Bank National Association" and Charter Number is 710.

This is also the official authorization given to First Bank National Association to operate the branches of the target institution and to operate the main office of the target institution as a branch. A listing of each newly authorized branch and its assigned OCC branch number is listed below:

505 Second Avenue North, Fargo, North Dakota 58102, Certificate No. 106681A
308 West Central, Andover, Kansas 67002, Certificate No. 106682A
112 West 7th Street, Augusta, Kansas 67010, Certificate No. 106683A
615 Court, Clay Center, Kansas 67432, Certificate No. 106684A
202 West Central, El Dorado, Kansas 67042, Certificate No. 106685A
715 Merchant, Emporia, Kansas 66801, Certificate No. 106686A
401 North Main, Eureka, Kansas 67045, Certificate No. 106687A
104 East Main Street, Gardner, Kansas 66030, Certificate No. 106688A
129 West Fourth Street, Holton, Kansas 66436, Certificate No. 106689A
10 North Sycamore, Iola, Kansas 66749, Certificate No. 106690A
544 Columbia Drive, Lawrence, Kansas 66044, Certificate No. 106691A
901 Vermont, Lawrence, Kansas 66044, Certificate No. 106692A
630 Humboldt, Manhattan, Kansas 66502, Certificate No. 106693A
11108 Antioch Road, Overland Park, Kansas 66210, Certificate No. 106694A
8201 Mission Road, Prairie Village, Kansas 66208, Certificate No. 106695A
Second and Jackson, Pratt, Kansas 67124, Certificate No. 106696A
1035 SW Topeka Blvd., Topeka, Kansas 66612, Certificate No. 106697A
4641 E. Douglas Avenue, Wichita, Kansas 67218, Certificate No. 106698A

EXHIBIT A

201 North Main, Wichita, Kansas 67202, Certificate No. 106699A
8015 East 22nd Street, Wichita, Kansas 67226, Certificate No. 106700A
8718 West 13th Street, Wichita, Kansas 67212, Certificate No. 106701A
117 First Avenue N.W., Beulah, North Dakota 58523, Certificate No. 106702A
200 N. Third Street, Bismarck, North Dakota 58501, Certificate No. 106703A
Arrowhead Shopping Center, Bismarck, North Dakota 58501, Certificate No. 106704A
1727 State Street, Bismarck, North Dakota 58501, Certificate No. 106705A
423 E. Bismarck Expressway, Bismarck, North Dakota 58504, Certificate No. 106706A
5th Street S. & College Drive, Devils Lake, North Dakota 58301, Certificate No. 106707A
240 Second Street W., Dickinson, North Dakota 58602, Certificate No. 106708A
1815 University Drive, Fargo, North Dakota 58103, Certificate No. 106709A
1900 University Drive, Fargo, North Dakota 58102, Certificate No. 106710A
3802 13th Avenue S., Fargo, North Dakota 58108, Certificate No. 106711A
2424 13th Avenue S., Fargo, North Dakota 58103, Certificate No. 106712A
1038 Hill Avenue, Grafton, North Dakota 58237, Certificate No. 106713A
600 Demers Avenue, Grand Forks, North Dakota 58208, Certificate No. 106714A
1205 South Columbia Road, Grand Forks, North Dakota 58201, Certificate No. 106715A
123 First Avenue S., Jamestown, North Dakota 58401, Certificate No. 106716A
319 7th Avenue, Langdon, North Dakota 58249, Certificate No. 106717A
902 Main Street, Lisbon, North Dakota 58054, Certificate No. 106718A
17 First Avenue S.W., Minot, North Dakota 58701, Certificate No. 106719A
1925 South Broadway, Minot, North Dakota 58701, Certificate No. 106720A
220 Fourth Street, Valley City, North Dakota 58072, Certificate No. 106721A
502 Second Avenue North, Wahpeton, North Dakota 58075, Certificate No. 106722A
202 Main Street, Williston, North Dakota 58802, Certificate No. 106723A.

We note that the popular names of the branches will be First Bank Fargo-Main Office, First Bank Andover, First Bank Augusta, First Bank Clay Center, First Bank El Dorado, First Bank Emporia, First Bank Eureka Main, First Bank Gardner, First Bank Holton, First Bank Iola, First Bank Lawrence-Columbia Drive, First Bank Lawrence-Vermont, First Bank Manhattan, First Bank Overland Park, First Bank Prairie Village, First Bank Pratt, First Bank Topeka-Downtown, First Bank Wichita-College Hill, First Bank Wichita-Main, First Bank Wichita-Tallgrass, First Bank Wichita, West Link, First Bank Beulah, First Bank Bismarck-Main Office, First Bank Bismarck-Arrowhead Office, First Bank Bismarck-North Branch, First Bank Bismarck-South Office, First Bank Devils Lake, First Bank Dickinson, First Bank Fargo-South Office, First Bank Fargo-North Office, First Bank Fargo-West Acres, First Bank Fargo-West Office, First Bank Grafton, First Bank Grand Forks-Main Office, First Bank Grand Forks-Medical Park Office, First Bank Jamestown, First Bank Langdon, First Bank Lisbon, First Bank Minot-Main Office, First Bank Minot-South Office, First Bank Valley City, First Bank Wahpeton, and First Bank Williston, respectively.

This letter is also the official OCC certification for First Bank National Association to increase its common stock to $167,700,000 as of May 31, 1997.

EXHIBIT A

Please be advised that the OCC also is authorizing the resulting bank, should the combination occur between Call Report dates, to recalculate its legal lending limit. The new lending limit should be calculated by using data from the last Call Report of the individual banks filed prior to consummating the combination, as adjusted for the combination. The resulting bank will then file a new Call Report and begin calculating its legal lending limit according to 12 C.F.R. §32.4(a) at the end of the quarter following consummation of the combination.

Sincerely,

Ellen Tanner Shepherd

Ellen Tanner Shepherd
Licensing Manager

STATE OF MINNESOTA, COUNTY OF HENNEPIN
Certified to be a true and correct copy of the original on file and of record in my office
SEP 08 1997
R. Dan Carlson, County Recorder
By _____ Deputy

17c

6777625

EXHIBIT B

OFFICE OF COUNTY RECORDER
HENNEPIN COUNTY, MINNESOTA

CERTIFIED FILED AND OR RECORDED ON

97 AUG 28 PM 3:06

AS DOCUMENT # 6777625

R. Dan Carlson CO. RECORDER

BY M. Bruce DEPUTY

REC FEE 15.00

COPY FEE 1.00

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

CERTIFICATE

28AUG9715:07 B6777625 SCD $4.50

28AUG9715:07 B6777625 DOC $16.00

I, Eugene A. Ludwig, Comptroller of the Currency, do hereby certify that the document hereto attached is a true and complete copy of the certificate recorded in this Office, evidencing the Merger of First Bank National Association, Minneapolis Minnesota (Charter No. 710) into First National Bank of East Grand Forks, East Grand Forks, Minnesota, effective as of July 11, 1997. The resulting Bank title is "First Bank National Association," East Grand Forks, Minnesota, (Charter No. 13405).

IN TESTIMONY WHERE OF, I have hereunto subscribed my name and caused my seal of office to be affixed to these presents at the Treasury Department, in the City of Washington and District of Columbia, this 25th day of August, 1997.

Eugene A. Ludwig

Comptroller of the Currency

EXHIBIT B



Comptroller of the Currency
Administrator of National Banks

Midwestern District Office
2345 Grand Blvd., Suite 700
Kansas City, Missouri 64108-2625

July 15, 1997

Mr. John A. Cooney
Dorsey & Whitney
Pillsbury Center South
220 South Sixth Street
Minneapolis, Minnesota 55402-1498

Dear Mr. Cooney:

This is the official certification of the Office of the Comptroller of the Currency (OCC) to merge First Bank National Association, Minneapolis, Minnesota (Charter No. 710) into First National Bank of East Grand Forks, East Grand Forks, Minnesota, effective as of July 11, 1997. The resulting bank title is "First Bank National Association" and Charter Number is 13405.

This is also the official authorization given to First Bank National Association to operate the branches of the target institution and to operate the main office of the target institution as a branch. A listing of each newly authorized branch and its assigned OCC branch number is listed below:

601 Second Avenue South, Minneapolis, Minnesota 55402, Certificate No. 108314A.

We note that the popular name of the branch will be "First Bank Minneapolis". Branches of a national bank target are not listed since they are automatically carried over to the resulting bank and retain their current OCC branch numbers.

This letter is also the official OCC certification for First Bank National Association to increase its common stock to $310,000,000 as of July 11, 1997.

Please be advised that the OCC also is authorizing the resulting bank, should the combination occur between Call Report dates, to recalculate its legal lending limit. The new lending limit should be calculated by using data from the last Call Report of the individual banks filed prior to consummating the combination, as adjusted for the combination. The resulting bank will then file a new Call Report and begin calculating its legal lending limit according to 12 C.F.R. §32.4(a) at the end of the quarter following consummation of the combination.

Sincerely,

Ellen Tanner Shepherd

Ellen Tanner Shepherd
Licensing Manager

STATE OF MINNESOTA, COUNTY OF HENNEPIN
Certified to be a true and correct copy of the original on file and of record in my office
SEP 08 1997
R. Dan Carlson, County Recorder
By R. M. Masters Deputy

6776285

Comptroller of the Currency
Administrator of National Banks

EXHIBIT C

Washington, DC 20219

CERTIFICATE

I, Eugene A. Ludwig, Comptroller of the Currency, do hereby certify that the document hereto attached is a true and complete copy of the certificate recorded in this Office, evidencing the Merger of United States National Bank of Oregon, Portland, Oregon with and into First Bank National Association, East Grand Forks, Minnesota, effective as of August 1, 1997. The resulting bank title is "U.S. Bank National Association," Minneapolis, Minnesota, (Charter No. 13405).

IN TESTIMONY WHERE OF, I have hereunto subscribed my name and caused my seal of office to be affixed to these presents at the Treasury Department, in the City of Washington and District of Columbia, this 10th day of June, 1997.

Eugene A. Ludwig

Comptroller of the Currency

EXHIBIT C

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

August 6, 1997

Mr. John A. Cooney
Dorsey and Whitney
Pillsbury Center South
220 South Sixth Street
Minneapolis, Minnesota 55402-1498

Re: Application to merge United States National Bank of Oregon, Portland, Oregon with and into First Bank National Association, East Grand Forks, Minnesota under the charter of the latter, the title of U.S. Bank National Association, and main office in Minneapolis, Minnesota
Application Control Number: 97-MW-02-0052

Dear Mr. Cooney:

This letter is the official certification of the Comptroller of the Currency (OCC) to merge United States National Bank of Oregon, Portland, Oregon with and into First Bank National Association, East Grand Forks, Minnesota, effective as of August 1, 1997. The resulting bank title is U.S. Bank National Association, Minneapolis, Minnesota, charter number 13405.

This is also the official authorization given to U.S. Bank National Association, Minneapolis, Minnesota, to operate the branches of the target institution and to operate the main office of the target institution as a branch. A listing of each newly authorized branch and its assigned OCC branch number is attached. Branches of a national bank target are not listed since they are automatically carried over to the resulting bank and retain their current OCC branch numbers.

Sincerely,

Stephen A. Lybarger

Stephen A. Lybarger
Senior Bank Structure Analyst
Bank Organization and Structure

Enclosure: List of newly authorized branches

EXHIBIT C

6776285

26AUG9715:42 B6776285 SCD $4.50

26AUG9715:42 B6776285 DDC $15.00

OFFICE OF COUNTY RECORDER
HENNEPIN COUNTY, MINNESOTA

CERTIFIED FILED AND OR
RECORDED ON

97 AUG 26 PM 3:42

AS DOCUMENT # 6776285
CO. RECORDER

BY _____ DEPUTY

STATE OF MINNESOTA, COUNTY OF HENNEPIN
Certified to be a true and correct copy of the
original on file and of record in my office

SEP 08 1997

Al Carlson, County Recorder

By _____ Deputy

Envelope:
U.S. Bank Assoc.